

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK
New York Division**

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DUNKIN' DONUTS FRANCHISED	:	
RESTAURANTS LLC,	:	
a Delaware Limited Liability Company,	:	
	:	
BASKIN-ROBBINS FRANCHISED SHOPS LLC,	:	
a Delaware Limited Liability Company,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	C.A. No. _____
	:	
TKNY PARTNERS LLC,	:	
a New York Limited Liability Company,	:	
	:	
Defendant.	:	
-----X	:	

CERTIFICATION OF TODD MATLOVSKY

1. My name is Todd Matlovsky. I am a citizen and resident of the State of New York, and I make this Certification based on personal knowledge and in support of Plaintiffs' Memorandum in Support of Its Motion for a Preliminary Injunction.

2. I am presently employed by Plaintiffs as an Operations Manager. I have been an Operations Manager since June of 2005.

3. As an Operations Manager, my responsibilities include inspecting the shops of Plaintiffs' franchisees located within my designated geographic market to ensure that they comply with Plaintiffs' standards. My geographic market of responsibility has included Defendant's shop located at 145 East 125th Street, New York, New York, 10035, which is also known as 2083 Lexington Avenue, New York, New York 10035 ("Defendant's Shop") since September of 2005.

4. On March 26, 2007, I conducted an inspection of Defendant's Shop. Numerous standards violations were found to exist at the shop involving issues of health, sanitation, and safety. The specific violations present on March 26, 2007, are noted in the left hand column labeled "Inspection Date 3/26/07," Food Safety and Sanitation Inspection ("FSSI") form I completed. A true and correct copy of the FSSI is attached hereto as Exhibit A.

5. On March 26, 2007, I hand-delivered a Notice to Cure to Defendant's Shop listing the standards violations at Defendant's Shop and requesting that these deficiencies be cured immediately. A True and correct copy of the Notice to Cure is located at the top of the FSSI form attached hereto as Exhibit B.

6. On April 2, 2007, I re-inspected Defendant's Shop. Numerous standards violations still existed at the shop. I noted the specific violations present on the FSSI in the far right column labeled "Re-inspection Date 4/2/07." See Exhibit A. I also took photographs of many of the standards violations. True and correct copies of the photographs are attached hereto as Exhibit C.

I certify under penalty of perjury that the foregoing is true and correct. Executed on this 16th day of April, 2007.

A handwritten signature in black ink, appearing to read "Todd Matlovsky", is written over a horizontal line. The signature is stylized with a large initial 'T' and a long, sweeping underline.

Todd Matlovsky